

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



0100350034

11400 KK
RECORDATION NO. 11400 FILED 1425

AUG 30 1994 - 00 PM August 29, 1994 RECORDATION NO. 11400 KK FILED 1425

INTERSTATE COMMERCE COMMISSION

AUG 30 1994 - 00 PM

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
AUG 30 3 43 PM '94
LICENSING BRANCH

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 1)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Termination and Release Agreement, a primary document, dated as of August 26, 1994, between Trinity Industries Leasing Company (the "Company") and Bankers Trust Company, as Trustee (the "Bank");
2. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 26, 1994 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Termination and Release Agreement and Bill of Sale referenced in paragraphs 1 and 2, above, relate to the Equipment Trust Agreement dated as of January 15, 1980 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 11400 on January 22, 1980, along with an Assignment and Bill of Sale under Recordation Nos. 11400-A and 11400-B, respectively; the First-Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 11400-M on November 30, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 11400-L and 11400-N, respectively; the Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 11400-R on March 15, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 11400-Q and 11400-S,


TRINITY INDUSTRIES LEASING COMPANY
A SUBSIDIARY OF TRINITY INDUSTRIES, INC.

Secretary
August 29, 1994
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the Company, and the Bank, as Trustee, and covering 846 railroad cars.

- (b) Secondary Document. Bill of Sale, a secondary document, dated August 26, 1994, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering 846 railroad cars, and connected to the Equipment Trust Agreement dated as of January 15, 1980, and the Termination and Release Agreement dated as of August 26, 1994, referred to above.

Very truly yours,



Alice D. Buchanan
Legal Assistant

RAF/ADB/ps
Enclosures

DDD05CC8

Interstate Commerce Commission
Washington, D.C. 20423

8/31/94

OFFICE OF THE SECRETARY

Alice D. Buchanan
Paralegal
Trinity Industries Leasing Company
2705 S. State Street
P.O.Box 548
Chicago, Illinois 60641

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **8/30/94** at **4:00pm**, and assigned
recordation number(s). **11400-KK&LL 14545-EFG&H 16017-LLE&M, NN 600**

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

EXHIBIT A
Description of Equipment

(Series 1)

Quantity and Type	Class	Capacity	Initialed Car Nos.
55	LO Covered Hopper Cars	4,750 Cu. Ft	TILX 511462,511464,511465, 511467,511470,511472, 511473,511474,511479, 511481-511484 511486,511491,511493, 511494,511498,511501, 511511,511513,511523, 511525,511532,511543, 511638,511656,511675, 511678,511679, 511684-511708
1	111100W1 Tank Cars	25,500 Gal.	TILX 250177
7	112J340W	34,000 Gal. Tank Cars	TILX 300369,300370,300372, 300376,300385,300386, 300394
25	111A100W1	30,000 Gal. Tank Cars	TILX 190000-190024
48	111A100W1	23,600 Gal. Tank Cars	TILX 260050-260052 260054-260063 260065 260067-260073 260075,260078,260079, 260081,260093,260095, 260097,260099,260064, 260074,260076,260077, 260080 260082-260092 260094,260096,260098

Quantity and Type	Class	Capacity	Intialed Car Nos.
64	112J340W	34,000 Gal. Tank Cars	TILX 300205,300206,300210, 300211,300222,300226, 300229,300234,300236, 300244,300248,300252, 300253,300256,300261 300200-300204, 300207-300209, 300212-300219, 300221, 300223-300225, 300227,300228, 300230-300233, 300235, 300237-300243, 300245-300247, 300249-300251, 300254,300255, 300257-300260, 300262-300264
47	111A100W3	23,635 Gal. Tank Cars	TILX 260000,260007,260008, 260011,260019,260022, 260027,260030,260033, 260038,260042,260001, 260002,260013,260048, 260003,260005,260006, 260009,260010,260012, 260014- 260018,260020,260021, 260024-260026, 260028,260029,260032, 260035-260037, 260039,260040, 260043-260047, 260004,260031,260049

Quantity and Type	Class	Capacity	Intialed Car Nos.
30	112J340W	34,000 Gal. Tank Cars	TILX 300346,300348,300352, 300354,300355, 300357-300361, 300365-300368, 300371, 300373- 300375,300378, 300380- 300382,300384, 300389-300391, 300393,300395,300399, 300400
99	LO Covered Hopper Cars	4,750 Cu. Ft.	TILX 510704-510708, 510710,510711, 510714-510717, 510720-510722, 510724,510726,510727, 510729,510730,510732, 510735, 510737-510740, 510742,510743,510745, 510746,510748,510751, 510800-510845, 510847-510850, 510851-510865, 511037,511025,511033
20	112J340W	34,000 Gal. Tank Cars	TILX 300180-300199

Quantity and Type	Class	Capacity	Initialed Car Nos.
141	LO Covered Hopper Cars	4,750 Cu. Ft.	TILX 510622,510623,510626, 510627,510638,510639, 510654,510655, 510657-510669, 511359-511365, 511367-511373, 511375-511385, 511387,510620,510621, 510624, 510628-510637, 510641-510653, 511386, 511388-511428, 511430-511437, 511439-511447, 511449,511451-511458
5	Covered Hopper Cars	5,850 Cu. Ft.	TILX 58012-58016
8	112J340W	34,090 Gal. Tank Cars	TILX 300347,300351,300362, 300364,300387,300388, 300392,300397
3	111A100W6	21,000 Gal. Tank Cars	TILX 200085,200087,200089
3	Covered Hopper Cars	5,850 Cu. Ft.	TILX 58022-58024
10	LO Covered Hoppers	5,850 Cu. Ft.	TILX 58002-58011
1	LO Covered Hopper Car	4,750 Cu. Ft.	TILX 511499

Quantity and Type	Class	Capacity	Intialed Car Nos.
119	112J340W	34,000 Gal. Tank Cars	TILX 300000-300003, 300005, 300007-300009, 300011-300014, 300016-300019, 300021,300023,300026, 300028,300033,300034, 300038-300042, 300046-300052, 300054, 300056-300058, 300061-300063, 300065-300072, 300074, 300076-300079, 300082,300084,300086, 300087,300090,300092, 300096,300097,300099, 300101,300103- 300110, 300117-300119 300004,300006,300010, 300015,300020,300022, 300024,300025,300027, 300029-300032, 300035-300037, 300043-300045, 300053,300055,300059, 300060,300064,300073, 300075,300080,300081, 300083,300085,300088, 300089,300091,300094, 300095,300098,300100, 300102, 300111-300116
1	LO Covered Hopper Cars	4,750 Cu. Ft.	TILX 510608
1	LO Covered Hopper Cars	4,750 Cu. Ft.	TILX 511572

Quantity and Type	Class	Capacity	Initialed Car Nos.
20	112J340W	34,000 Gal. Tank Cars	TILX 300301, 300306-300310, 300312,300313,300315, 300317-300320, 300323,300324,300327, 300330-300332,300334
32	112J340W	34,000 Gal. Tank Cars	TILX 300265-300271, 300273- 300289,300291, 300293-300299
55	112J340W	34,000 Gal. Tank Cars	TILX 300120-300133, 300135-300141, 300143- 300147,300149- 300158, 300160-300173, 300175-300179
24	112J340W	34,000 Gal. Tank Cars	TILX 300300, 300302-300305, 300311,300316,300321, 300322,300325,300326, 300328,300329,300333, 300335-300344
6	111A100W1	17,015 Gal. Tank Cars	TILX 160094-160099
1	LO Covered Hopper Car	4,750 Cu. Ft.	TILX 511477
5	LO Covered Hopper Cars	4,750 Cu. Ft.	TILX 511475,511476,511521, 511539,511574
5	LO Covered Hopper Cars	5,851 Cu. Ft.	TILX 59230-59234
5	Covered Hopper Cars	5,851 Cu. Ft.	TILX 58017-58021

Quantity and Type	Class	Capacity	Initialed Car Nos.
4	111A100W1	23,589 Gal. Tank Cars	TILX 260805-260808
1	LO Covered Hopper Cars	4,750 Cu. Ft.	TILX 511544

EXHBT-A-S-1

EXHIBIT B
DESCRIPTION OF LEASES

(Series 1)

1. Railroad Car Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Rider 10 & Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511462,511464,511465, 511467,511470,511472, 511473,511474,511479, 511481-511484 511486,511491,511493, 511494,511498,511501, 511511,511513,511523, 511525,511532,511543, 511638,511656,511675, 511678,511679, 511684-511708

2. Railroad Car Lease Agreement, dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	25,500 Gallon 111100W1 Tank Cars	TILX 250177

3. Railroad Car Lease Agreement, dated October 1, 1988, between Trinity Industries Leasing Company and Air Products and Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	112J340W 34,000 Gal. Tank Cars	TILX 300369,300370,300372, 300376,300385,300386, 300394

4. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	30,000 Gal. 111A100W1 Tank Cars	TILX 190000-190024

5. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company (Name changed to ARCO Chemical) covering the following described railroad cars (Riders 2 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
48	111A100W1 23,600 Gal. Tank Cars	TILX 260050-260052 260054-260063 260065 260067-260073 260075,260078,260079, 260081,260093,260095, 260097,260099,260064, 260074,260076,260077, 260080 260082-260092 260094,260096,260098

6. Railroad Car Lease Agreement, dated May 25, 1979 between Trinity Industries Leasing Company and Arco Chemical Company (Partial assignment to Lyondell Petrochemical) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
64	34,000 Gal. 112J340W Tank Cars	TILX 300205,300206,300210, 300211,300222,300226, 300229,300234,300236, 300244,300248,300252, 300253,300256,300261 300200-300204, 300207-300209, 300212-300219, 300221, 300223-300225, 300227,300228, 300230-300233, 300235, 300237-300243, 300245-300247, 300249-300251, 300254,300255, 300257-300260, 300262-300264

7. Railroad Car Lease Agreement, dated September 20, 1979 between Trinity Industries Leasing Company and Industrial Fuel Oil, Inc. covering the following described railroad cars (Assigned to Ashland Chemical, Inc. - Rider 8) (Assigned to Calumet Lubricant Co. - Rider 1) (Assigned to IBP, Inc. - Rider 2) (Assigned to Rail-Lease, Inc. - Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
47	23,635 Gal. 111A100W3 Tank Cars	TILX 260000,260007,260008, 260011,260019,260022, 260027,260030,260033, 260038,260042,260001, 260002,260013,260048, 260003,260005,260006, 260009,260010,260012, 260014- 260018,260020,260021, 260024-260026, 260028,260029,260032, 260035-260037, 260039,260040, 260043-260047, 260004,260031,260049

8. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company, (a Division of Ashland Oil, Inc.) covering the following described railroad cars (Partial Rider 11 & Riders 12 & 13 & 17):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	112J340W 34,000 Gal. Tank Cars	TILX 300346,300348,300352, 300354,300355, 300357-300361, 300365-300368, 300371, 300373-300375,300378, 300380-300382,300384, 300389-300391, 300393,300395,300399, 300400

9. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars Riders 1, 2 & 3) (Some cars having been assigned to Consolidated Grain and Perdue Farms, Inc.):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
99	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510704-510708, 510710,510711, 510714-510717, 510720-510722, 510724,510726,510727, 510729,510730,510732, 510735, 510737-510740, 510742,510743,510745, 510746,510748,510751, 510800-510845, 510847-510850, 510851-510865, 511037,511025,511033

10. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company covering the following described railroad cars (Riders 1 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gal. 112J340W Tank Cars	TILX 300180-300199

11. Railroad Car Lease Agreement, dated November 21, 1979, between Trinity Industries Leasing Company and Continental Grain Company covering the following described railroad cars (Riders 1 & 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
141	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510622,510623,510626, 510627,510638,510639, 510654,510655, 510657-510669, 511359-511365, 511367-511373, 511375-511385, 511387,510620,510621, 510624, 510628-510637, 510641-510653, 511386, 511388-511428, 511430-511437, 511439-511447, 511449,511451-511458

12. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,850 Cu. Ft. Covered Hopper Cars	TILX 58012-58016

13. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E. I. DuPont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	112J340W 34,090 Gal. Tank Cars	TILX 300347,300351,300362, 300364,300387,300388, 300392,300397

14. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W6 Tank Cars	TILX 200085,200087,200089

15. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,850 Cu. Ft. covered hopper cars	TILX 58022-58024

16. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (merged into American Petrofina Company of Texas which changed its name to Fina Oil and Chemical Company) covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,850 Cu. Ft. LO Covered Hoppers	TILX 58002-58011

17. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company, covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Covered Hopper Car	TILX 511499

18. Railroad Car Lease Agreement, dated March 26, 1979, between Trinity Industries Leasing Company and Amoco Oil Company (Assigned to ICAN Energy Company and Terra International Inc.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
119	34,000 Gal. 112J340W Tank Cars	TILX 300000-300003, 300005, 300007-300009, 300011-300014, 300016-300019, 300021,300023,300026, 300028,300033,300034, 300038-300042, 300046-300052, 300054, 300056-300058, 300061-300063, 300065-300072, 300074, 300076-300079, 300082,300084,300086, 300087,300090,300092, 300096,300097,300099, 300101,300103-300110, 300117-300119 300004,300006,300010, 300015,300020,300022, 300024,300025,300027, 300029-300032, 300035-300037, 300043-300045, 300053,300055,300059, 300060,300064,300073, 300075,300080,300081, 300083,300085,300088, 300089,300091,300094, 300095,300098,300100, 300102, 300111-300116

19. Railroad Car Lease Agreement, dated November 13, 1979, between Trinity Industries Leasing Company and South Soo Grain Company (Assigned to Italgrani Elevator Co.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 510608

20. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Assigned to Italgrani Elevator Co.) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511572

21. Railroad Car Lease Agreement, dated February 15, 1989, between Trinity Industries Leasing Company and Shell Canada (Koch Nitrogen Company) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	112J340W 34,000 Gal. Tank Cars	TILX 300301, 300306-300310, 300312,300313,300315, 300317-300320, 300323,300324,300327, 300330-300332,300334

22. Railroad Car Lease Agreement, dated May 31, 1979, between Trinity Industries Leasing Company and Northern Petro Products, Ltd. (Assigned to Nova Energy) covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	34,000 Gal. 112J340W Tank Cars	TILX 300265-300271, 300273-300289,300291, 300293-300299

23. Railroad Car Lease Agreement, dated May 2, 1979, between Trinity Industries Leasing Company and El Paso Products Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	34,000 Gal. 112J340W Tank Cars	TILX 300120-300133, 300135-300141, 300143-300147, 300149-300158, 300160-300173, 300175-300179

24. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum, Ltd. covering the following described railroad cars (Riders 1 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	112J340W 34,000 Gal. Tank Cars	TILX 300300,300302-300305, 300311,300316,300321, 300322,300325,300326, 300328,300329,300333, 300335-300344

25. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,015 Gal. 111A100W1 Tank Cars	TILX 160094-160099

26. Railroad Car Lease Agreement, dated November 8, 1990, between Trinity Industries Leasing Company and Canadian National Railways (Assigned to Southern Illinois Railcar) covering the following described railroad cars (Riders 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Covered Hopper Car	TILX 511477

27. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Assigned to Southern Illinois Railcar) covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511475,511476,511521, 511539,511574

28. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company Division of Eastman Kodak Company covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,851 Cu. Ft. LO Covered Hopper Cars	TILX 59230-59234

29. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,851 Cu. Ft. Covered Hopper Cars	TILX 58017-58021

30. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260805-260808

31. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Assigned to Perdue Farms, Inc.) covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511544